

CHARITABLE DISTRIBUTION PLAN

The Charitable Distribution Plan is to distribute the net proceeds of the Autumn Health conversion to Kennebunk Savings Bank Foundation (the "Foundation"), a Maine Nonprofit Corporation exempt from Federal Income Tax as described in section 501(c)(3) of the Internal Revenue Code, pursuant to the Charitable Distribution Agreement attached as Attachment 6.

Kennebunk Savings Bank Foundation was incorporated in 2001 (Exhibit A) and adopted Bylaws (Exhibit B) shortly thereafter. In March 2002 the Foundation received confirmation of its section 501(c)(3) status from the Internal Revenue Service (Exhibit C). The Foundation has made numerous grants to support charitable programs and organizations in Kennebunk and the surrounding community since its inception.

The Foundation is classified as a private foundation under section 509(a) of the Internal Revenue Code. Its Articles of Incorporation (Article EIGHTH, Exhibit A) require it to operate in accordance with the restrictions and limitations that apply to private foundations found in 26 U.S.C. §§4941-4945, as do those tax law provisions themselves. The Foundation in fact operates within those restrictions and limitations, as reported on its annual information returns (Forms 990-PF) (Exhibit D).

The Foundation has agreed to accept the conversion proceeds to establish the HUNTINGTON COMMON CHARITABLE FUND FOR SENIORS OF THE KENNEBUNK SAVINGS BANK FOUNDATION (the "Fund"). The Fund will make distributions for charitable purposes benefiting senior citizens of York County, Maine.

The Foundation will remain independent of the Purchaser at all times and does not anticipate having any special relationship with the Purchaser. The Charitable Distribution Agreement prohibits the Purchaser and its board of directors and management from receiving any distributions from the Fund.

Further, no individual Autumn Health officer, director, or staff member with influence over the conversion decision will serve as an officer, director, or staff member of the Foundation. Although the Charitable Distribution Agreement permits such individuals to serve as volunteer members of a Board of Advisors, it expressly prohibits their compensation or any distributions to entities employing them for compensation. As Advisors, such individuals may recommend distributions from the Fund; the Charitable Distribution Agreement expressly provides that all final decisions belong to the Foundation.

Finally, no director, officer, agent, or employee of Autumn Health or of the Kennebunk Savings Bank Foundation will benefit directly or indirectly from the proposed conversion transaction.

The Charitable Distribution Agreement addresses conflicts of interest and prohibits grants benefiting the Purchaser or members of the board of directors and management of the Purchaser. In addition, the Foundation has a conflicts of interest policy governing identification and management of potential conflicts (Exhibit E).